COHU INC
Form DEF 14A
April 05, 2010

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a)
OF THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:

o Preliminary Proxy Statement
o Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e) (2))
ý Definitive Proxy Statement
o Definitive Additional Materials
o Soliciting Material Under Rule 14a-12

COHU, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box) :

ý No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i) (1) and 0-11.

(1) Title of each class of securities to which transaction applies:
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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
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(1) Amount previously paid:
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(4) Date Filed:

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COHU
12367 Crosthwaite Circle
Poway, California 92064-6817

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held On May 11, 2010

TO OUR STOCKHOLDERS:

The Annual Meeting of Stockholders of Cohu, Inc. (Cohu) will be held at the Cohu corporate offices, located at 12367 Crosthwaite Circle, Poway, California 92064-6817 on Tuesday, May 11, 2010, at 9:00 a.m. Pacific Time, for the following purposes:

1. To elect two directors, each for a term of three years.

2. To ratify the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for 2010.

3. To act upon such other matters as may properly come before the Meeting or any adjournment or postponement thereof.

Only stockholders of record of Cohu as of the close of business on March 16, 2010 will be entitled to vote at the meeting.

Since the holders of a majority of the outstanding shares of voting stock of Cohu entitled to vote at the meeting must be represented to constitute a quorum, all stockholders are urged either to attend the meeting in person or to vote by proxy.

A complete list of the stockholders of record entitled to vote at the meeting, arranged in alphabetical order and showing the address of each stockholder and the number of shares registered in the name of each stockholder, will be available at Cohu s corporate offices, for the examination of any stockholder during normal business hours for a period of ten days immediately prior to the meeting.

Please sign, date and return the enclosed proxy in the envelope enclosed for your convenience. Alternatively, stockholders may vote by telephone or electronically via the internet. Please refer to the instructions included with the proxy for additional details. If you attend the meeting you may revoke your proxy and vote in person. You may also revoke your proxy by delivering a written notice to the Secretary of Cohu, or by submitting another duly signed proxy bearing a later date.

By Order of the Board of Directors,

Jeffrey D. Jones
Secretary
Poway, California
April 5, 2010

YOUR VOTE IS IMPORTANT

IN ORDER TO INSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, YOU ARE REQUESTED TO COMPLETE, SIGN AND DATE THE ENCLOSED PROXY AS PROMPTLY AS POSSIBLE AND RETURN IT IN THE ENCLOSED POSTAGE PREPAID ENVELOPE OR VOTE BY TELEPHONE OR VIA THE INTERNET.

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Cohu, Inc.
12367 Crosthwaite Circle
Poway, California 92064-6817

PROXY STATEMENT

GENERAL INFORMATION

This proxy statement is furnished in connection with the solicitation by the Board of Directors of Cohu, Inc., a Delaware corporation (Cohu or the Company), of your proxy for use at the Annual Meeting of Stockholders to be held on Tuesday, May 11, 2010, at 9:00 a.m. Pacific Time at the Cohu corporate offices, located at 12367 Crosthwaite Circle, Poway, California 92064-6817 (the Meeting). This proxy statement, the accompanying proxy card and the Cohu 2009 Annual Report are being mailed to all stockholders on or about April 5, 2010.

On March 16, 2010, the record date fixed by our Board of Directors (hereinafter sometimes referred to as the Board), Cohu had outstanding 23,553,498 shares of Common Stock. Only stockholders of record as of the close of business on March 16, 2010 will be entitled to vote at the Meeting and any adjournment thereof.

Voting Procedures

As a stockholder of Cohu, you have a right to vote on certain business matters affecting Cohu. The proposals that will be presented at the Meeting, and upon which you are being asked to vote, are discussed under Proposal No. 1 and Proposal No. 2 . Each share of Cohu s Common Stock you own entitles you to one vote for each proposal. For the election of directors, stockholders may cumulate their votes as described below.

Methods of Voting

You may vote by mail, by telephone, over the Internet or in person at the Meeting. Your shares will be voted in accordance with the instructions you indicate. If you return your proxy card but do not specify how you want to vote your shares, your shares will be voted **FOR** the two named nominees for directors, **FOR** the ratification of the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for 2010, and in the discretion of the proxies (as defined below) as to other matters that may properly come before the Meeting.

Voting by Mail. By signing and returning the proxy card in the enclosed prepaid and addressed envelope, you are authorizing the individuals named on the proxy card (known as proxies) to vote your shares at the Meeting in the manner you indicate. We encourage you to sign and return the proxy card even if you plan to attend the Meeting. In this way, your shares will be voted if you are unable to attend the Meeting. If you receive more than one proxy card, it is an indication that your shares are held in multiple accounts. Please sign and return all proxy cards to ensure that all of your shares are voted.

Voting by Telephone. To vote by telephone, please follow the instructions included on your proxy card. If you vote by telephone, you do not need to complete and mail your proxy card.

Voting over the Internet. To vote over the Internet, please follow the instructions included on your proxy card. If you vote over the Internet, you do not need to complete and mail your proxy card.

Voting in Person at the Meeting. If you plan to attend the Meeting and vote in person, we will provide you with a ballot at the Meeting. If your shares are registered directly in your name, you are considered the stockholder of record and you have the right to vote in person at the Meeting. If your shares are held in the name of your broker or other nominee, you are considered the beneficial owner of shares held in street name. If you wish to vote such shares at the Meeting, you will need to bring with you to the Meeting a legal proxy from your broker or other nominee authorizing you to vote such shares.

Revoking Your Proxy

You may revoke your proxy at any time before it is voted at the Meeting. In order to do this, you must:

- enter a new vote over the Internet, by telephone or by signing and returning another proxy card bearing a later date;
- provide written notice of the revocation to Cohu s Secretary; or

attend the Meeting and vote in person.

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Quorum Requirement

A quorum, which is a majority of the outstanding shares entitled to vote as of the record date, March 16, 2010, must be present in order to hold the Meeting and to conduct business. Shares are counted as being present at the Meeting if you appear in person at the Meeting or if you vote your shares over the Internet, by telephone or by submitting a properly executed proxy card. If any broker non-votes (as described below) are present at the Meeting, they will be counted as present for the purpose of determining a quorum.

Votes Required for the Proposals

For Proposal No. 1, the two nominees receiving the highest number of votes, in person or by proxy, will be elected as directors. You may vote for the nominees for election as directors or you may withhold your vote with respect to one or both nominees. In the election of directors, stockholders may, as provided for in the Cohu Amended and Restated Certificate of Incorporation, cumulate their votes, giving one candidate a number of votes equal to the number of directors to be elected multiplied by the number of votes to which the stockholder s shares are normally entitled, or distribute the stockholder s votes on the same principle among as many candidates as the stockholder thinks fit. A stockholder may not cumulate his or her votes for a candidate unless a stockholder has given notice at the Meeting (whether by proxy or in person) prior to the voting, of his or her intention to cumulate his or her votes. If any stockholder gives such notice, all stockholders may then cumulate their votes. Management of Cohu is hereby soliciting discretionary authority to cumulate votes represented by proxies if cumulative voting is invoked.

The affirmative vote of a majority of Cohu common shares, cast at the Meeting, in person or by proxy, is required for approval of Proposal No. 2, the ratification of the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for 2010.

If you return a proxy card that withholds your vote from the election of all directors, your shares will be counted as present for the purpose of determining a quorum, but will not be counted in the vote on that proposal.

Broker Non-Votes

If you do not provide your broker or other nominee with instructions on how to vote your street name shares, your broker or nominee will not be permitted to vote them on non-routine matters (a broker non-vote). **Please note that this year the rules regarding how brokers may vote your shares have changed. Brokers may no longer vote your shares on the election of directors (Proposal No. 1) in the absence of your specific instructions as to how to vote. Accordingly, shares subject to a broker non-vote will not be considered entitled to vote with respect to Proposal No. 1, and will not affect the outcome. We encourage you to provide instructions to your broker regarding the voting of your shares.**

Abstentions

Abstentions will have no effect on the election of directors (Proposal No. 1). Abstentions will be treated as being present and entitled to vote on the other proposals presented at the annual meeting and, therefore, will have the effect of votes against such proposals.

Voting Confidentiality

Proxies, ballots and voting tabulations are handled on a confidential basis to protect your voting privacy. Such information will not be disclosed except as required by law.

Voting Results

Final voting results will be announced at the Meeting and will be posted shortly after the Meeting on our website at www.cohu.com. Voting results will also be published in a Current Report on Form 8-K to be filed with the Securities and Exchange Commission (SEC) within four business days of the annual meeting. After the report is filed, you may obtain a copy by:

- visiting our website at www.cohu.com;
- contacting our Investor Relations department at 858-848-8100; or
- viewing our Form 8-K on the SEC s website at www.sec.gov.

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Proxy Solicitation Costs

Cohu will bear the entire cost of proxy solicitation, including the preparation, assembly, printing, mailing and distribution of the proxy materials. Cohu s officers, directors and regular employees will not receive additional compensation for such proxy solicitation services. Cohu has not engaged an outside solicitor in connection with this proxy solicitation. We will reimburse brokerage firms and other custodians for their reasonable out-of-pocket expenses for forwarding the proxy materials to you.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE STOCKHOLDER MEETING TO BE HELD ON MAY 11, 2010

This Proxy Statement and Cohu s Fiscal Year 2009 Annual Report are both available at www.proxydocs.com/cohu.

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PROPOSAL NO. 1
ELECTION OF DIRECTORS

The Cohu Amended and Restated Certificate of Incorporation divides the directors into three classes whose terms expire at successive annual meetings over a period of three years. One class of directors is elected for a term of three years at each annual meeting with the remaining directors continuing in office. At the Meeting, the Class 3 directors are to be elected for a term expiring in 2013. The shares represented by proxies in the accompanying form will be voted by the proxy holders for the election of the two nominees named below. In the event the election of directors is to be by cumulative voting, the proxy holders will vote the shares represented by proxies in such proportions as the proxy holders see fit. Should the nominees decline or become unable to accept nomination or election, which is not anticipated, the proxies will be voted for such substitute nominee as may be designated by a majority of the Board of Directors. There is no family relationship between the nominees, other directors or any of Cohu s named executive officers.

The following paragraphs provide information as of the date of this proxy statement about each member of our Board, including the nominees. The information presented includes information each director has given us about his age, all positions he holds, his principal occupation and business experience for the past five years, and the names of other publicly-held companies on which he currently serves as a director or has served as a director during the past five years. In addition to the information presented below regarding each nominee s specific experience, qualifications, attributes and skills that led our Board to the conclusion that he should serve as a director, we also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to Cohu and our Board.

The Board of Directors recommends a vote FOR the two nominees named below.

Director Whose Term Expires in 2013 (if elected) Class 3

Name	Age	Principal Occupation	Director Since
James A. Donahue	61	Chairman, President and Chief Executive Officer of Cohu since March 12, 2010; President and Chief Executive Officer of Cohu from June, 2000 to March 2010; President and Chief Operating Officer of Cohu from October, 1999 to June, 2000; President of Delta Design, Inc., a wholly owned subsidiary of Cohu, since May, 1983. Mr. Donahue is also a director of Standard Microsystems Corporation (SMSC) (since 2003). We believe Mr. Donahue s qualifications to sit on our Board of Directors include his more than thirty years of executive experience in the semiconductor equipment industry and broad knowledge of business development and strategy, corporate governance and operations.	1999
Steven J. Bilodeau	51	Chairman and retired President and Chief Executive Officer of SMSC, a semiconductor manufacturer, from 1999 until October, 2008. Mr. Bilodeau currently serves as the Non-Executive Chairman of SMSC and is a director of Conexant Systems, Inc. (since 2004), NuHorizons Electronics Corp. (since 2009) and Gennum Corporation (since 2008). We believe Mr. Bilodeau s qualifications to sit on our Board of Directors include his 25 years of executive experience in the high technology and semiconductor industries and his knowledge of international operations, business strategy and corporate governance.	2009

INFORMATION CONCERNING OTHER DIRECTORS

Directors Whose Terms Expire in 2011 Class 1

Name	Age	Principal Occupation	Director Since
Robert L. Ciardella	57	Cofounder and retired President of Asymtek (a subsidiary of Nordson Corporation) from 1983 until 2006. Asymtek designs, develops, manufactures and sells semiconductor and circuit board assembly equipment. We believe Mr. Ciardella s qualifications to sit on our Board of Directors include his more than 20 years of executive experience in the semiconductor equipment industry, including his knowledge of operations, product development and business strategy. Mr. Ciardella was appointed Lead Independent Director of the Board on March 12, 2010.	2003

Directors Whose Terms Expire in 2012 Class 2

Name	Age	Principal Occupation	Director Since
Harry L. Casari	73	Retired Partner, Ernst & Young LLP. Mr. Casari is also a director of Orange 21 Inc. (since 2004). We believe Mr. Casari s qualifications to sit on our Board of Directors include his background in public accounting, auditing and his experience with financial accounting matters for complex global organizations as well as his knowledge of business strategy. Mr. Casari qualifies as an audit committee financial expert under SEC guidelines.	1995
Harold Harrigian	75	Retired Partner and Director of Corporate Finance, Crowell, Weedon & Co., a provider of financial services. Mr. Harrigian is also a former partner, Arthur Young & Company (predecessor of Ernst & Young LLP). We believe Mr. Harrigian s qualifications to sit on our Board of Directors include his knowledge and experience with financial accounting matters, finance, capital structure and his years of experience providing strategic advisory services to complex organizations. Mr. Harrigian qualifies as an audit committee financial expert under SEC guidelines.	1998

PROPOSAL NO. 2
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee of the Board has appointed Ernst & Young LLP as Cohu s independent registered public accounting firm for the fiscal year ending December 25, 2010. Ernst & Young LLP served as Cohu s independent registered public accounting firm for the fiscal year ended December 26, 2009 and also provided certain tax and other audit-related services. See Principal Accounting Fees and Services on page 14. Representatives of Ernst & Young LLP are expected to attend the Meeting, where they will be available to respond to appropriate questions and, if they desire, to make a statement.

Our Board recommends that the stockholders approve the ratification of the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for the fiscal year ending December 25, 2010. If the appointment is not ratified, the Board will consider whether it should select another independent registered public accounting firm.

Required Vote and Board of Directors Recommendation

The affirmative vote of a majority of shares present, in person or by proxy at the Meeting (provided a quorum is present) is required to approve the ratification of the appointment of Ernst & Young LLP.

The Board of Directors recommends a vote FOR the ratification of the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for the fiscal year ending December 25, 2010.

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BOARD OF DIRECTORS AND COMMITTEES

Director Independence

Cohu has adopted standards for director independence pursuant to NASDAQ listing standards and SEC rules. An independent director means a person other than an officer or employee of Cohu or its subsidiaries, or any other individual having a relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. To be considered independent, the Board must affirmatively determine that neither the director nor an immediate family member of the director has had any direct or indirect material relationship with Cohu within the last three years.

The Board has considered relationships, transactions and/or arrangements with each of the directors, and has concluded that none of the non-employee directors has any relationships with Cohu that would impair his independence. The Board has determined that each member of the Board, other than Mr. Donahue, is an independent director under applicable NASDAQ listing standards and SEC rules. Mr. Donahue is an employee of Cohu and, as such, he did not meet the independence standards. In addition, the Board has also determined that:

- all directors who serve on the Audit, Compensation and Nominating and Governance committees are independent under applicable NASDAQ listing standards, Internal Revenue Code requirements and SEC rules, and

- all members of the Audit Committee meet the additional independence requirement that they do not directly or indirectly receive compensation from Cohu other than their compensation as directors.

Board Structure and Committee Composition

As of the date of this proxy statement, our Board has five directors and the following three committees: (1) Audit, (2) Compensation and (3) Nominating and Governance. The membership during 2009 and the function of each of the committees are described below. Each of the committees operates under a written charter adopted by the Board. All of the committee charters are available on Cohu s website at www.cohu.com/investors/corporategovernance. During 2009, the Board held ten meetings. Each director attended at least 75% of all Board and applicable committee meetings, with the exception of Mr. Bilodeau who was elected to our Board in November, 2009. Directors are encouraged to attend annual meetings of Cohu stockholders. Four of our five directors attended the last annual meeting of stockholders held on May 12, 2009.

The Cohu, Inc. Corporate Governance Guidelines provide that if the Chairman of the Board and Chief Executive Officer are the same person, the Cohu Nominating and Governance Committee shall nominate an independent director to serve as the Lead Independent Director, the selection of whom shall be subject to approval by a vote of the majority of the independent directors.

The table below breaks down 2009 committee membership for each committee and each director.

Name of Director	**Audit**	**Compensation**	**Nominating and Governance**
Independent Directors:			
Steven J. Bilodeau	X	X	X
Harry L. Casari	X	Chair	X
Robert L. Ciardella (1)	X	X	Chair
Harold Harrigian	Chair	X	X
Charles A. Schwan (2)			
Other Director:			
James A. Donahue (3)			
Number of Meetings in 2009	6	11	5

(1)

Appointed Lead Independent Director of the Board on March 12, 2010.

(2) Resigned from the Board on March 12, 2010.

(3) Appointed Chairman of the Board on March 12, 2010.

Audit Committee

Cohu has a separately designated standing Audit Committee established in accordance with Section 3(a)(58) of the Securities Exchange Act of 1934, as amended. The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of Cohu s financial statements, Cohu s compliance with legal and regulatory requirements, the independent registered public accounting firm s qualifications and independence, risk assessment and risk management. Among other things, the Audit Committee prepares the Audit Committee report for inclusion in the annual proxy statement; annually reviews the Audit Committee charter and the committee s performance; appoints, evaluates and approves the fees of Cohu s independent registered public accounting firm; reviews and approves the scope of the annual audit, the audit fee and the financial statements; reviews Cohu s disclosure controls and procedures, internal controls, including such controls over financial reporting, information security policies and corporate policies with respect to financial information and earnings guidance; oversees investigations into complaints concerning financial matters; and reviews other risks that may have a significant impact on Cohu s financial statements. The Audit Committee works closely with management as well as Cohu s independent registered public accounting firm. The Audit Committee has the authority to obtain advice and assistance from, and receive appropriate funding from Cohu for, outside legal, accounting or other advisors as the Audit Committee deems necessary in order to carry out its duties.

The report of the Audit Committee is included herein on page 13 and the charter of the Audit Committee is available at www.cohu.com/investors/corporategovernance.

Compensation Committee

The Compensation Committee discharges the Board s responsibilities relating to compensation of Cohu s executives and directors and, among other things, reviews and discusses the Compensation Discussion and Analysis with management, and produces an annual compensation committee report for inclusion in Cohu s proxy statement; provides general oversight of Cohu s compensation structure, including Cohu s equity compensation plans and benefits programs; and retains and approves the terms of the retention of any compensation consultants and other compensation experts. Other specific duties and responsibilities of the Compensation Committee include reviewing and approving objectives relevant to executive officer compensation, evaluating performance and determining the compensation of executive officers in accordance with those objectives; approving employment agreements for executive officers; approving and amending Cohu s equity and non-equity incentive compensation and related performance goals and measures and stock-related programs (subject to stockholder approval, if required); approving any changes to non-equity based benefit plans involving a material financial commitment by Cohu; recommending director compensation to the Board; monitoring director and executive stock ownership; and annually evaluating its performance and its charter.

The report of the Compensation Committee is included herein on page 23. The charter of the Compensation Committee is available at www.cohu.com/investors/corporategovernance.

Nominating and Governance Committee

The Nominating and Governance Committee identifies individuals qualified to become Board members and recommends to the Board candidates to be nominated for election as directors at Cohu s annual meeting consistent with criteria the Committee deems appropriate, as approved by the Board; develops Cohu s Corporate Governance Guidelines for approval by the Board, and reviews and recommends updates to such Guidelines, as appropriate; oversees the organization of the Board to discharge the Board s duties and responsibilities properly and efficiently; identifies best practices; and recommends corporate governance principles, including giving proper attention and making effective responses to stockholder concerns regarding corporate governance. Other specific duties and responsibilities of the Nominating and Governance Committee include annual assessment of the size and composition of the Board; developing membership qualifications for Board committees; defining specific criteria for director independence; monitoring compliance with Board and Board committee membership criteria; annually reviewing and recommending directors for continued service; coordinating and assisting management and the Board in recruiting new members to the Board; annually, and together with the Chairman of the Compensation Committee and Lead Independent Director, evaluating the performance of the Chairman of the Board and CEO and presenting the results of the review to the Board and to the Chairman and CEO; reviewing and recommending proposed changes to Cohu s charter or Bylaws and Board committee charters; periodically assessing and recommending action with respect to stockholder rights plans or other stockholder protections; recommending Board committee assignments; reviewing and approving any employee director or executive officer standing for election for outside for-profit boards of directors; reviewing governance-related stockholder proposals and recommending Board responses; overseeing the evaluation of the Board and management and conducting a preliminary review of director independence and the financial literacy and expertise of Audit Committee members. The Chairman of the Nominating and Governance Committee receives communications directed to non-employee directors.

The charter of the Nominating and Governance Committee is available at www.cohu.com/investors/corporategovernance.

Board Leadership Structure, Risk Oversight

Board Leadership Structure

Our Board is currently comprised of four independent directors and one employee director. Mr. Donahue was appointed Chairman of the Board on March 12, 2010, upon the resignation of Charles A. Schwan. Mr. Donahue has been a member of our Board since 1999 and Chief Executive Officer since 2000. In connection with Mr. Donahue s appointment as Chairman, the Board has designated Mr. Ciardella as Lead Independent Director. We believe that the number of independent, experienced directors that make up our Board, along with the independent oversight by our Lead Independent Director, benefits Cohu and our stockholders.

We believe having a single leader for both the Company and the Board provides clear leadership for Cohu and is optimal for us because it demonstrates to our employees, suppliers, customers, and other stakeholders that Cohu is under strong leadership, with a single person setting the tone and having primary responsibility for managing our operations. We believe Cohu, is well-served by this leadership structure.

The Cohu, Inc. Corporate Governance Guidelines provide that if the Chairman of the Board and Chief Executive Officer are the same person, the Cohu Nominating and Governance Committee shall nominate an independent director to serve as the Lead Independent Director, the selection of whom shall be subject to approval by a vote of the majority of the independent directors. Although annually elected, the Lead Independent Director is generally expected to serve for more than one year.

The specific responsibilities of the Lead Independent Director include presiding at executive sessions of directors and at board meetings where the Chairman is not present, calling meetings of Independent Directors, serving as a liaison between the independent directors and the Chairman/CEO and performing such other duties and responsibilities as the Board may determine.

Risk Oversight

Our Board oversees our risk management process. The Board focuses on general risk management strategy, the most significant risks facing Cohu, and ensures that appropriate risk mitigation strategies are implemented by management. The Board is also apprised of particular risk management matters in connection with its general oversight and approval of corporate matters. Cohu s management is responsible for day-to-day risk management. This responsibility includes identifying, evaluating, and addressing potential risks that may exist at the enterprise, strategic, financial, operational, and compliance and reporting levels.

Stockholder Nominees

The policy of the Nominating and Governance Committee is to consider properly submitted stockholder nominations for candidates for membership on the Board as described below under Identifying and Evaluating Nominees for Directors. In evaluating such nominations, the Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board and to address the membership criteria set forth under Director Qualifications. Any stockholder nominations proposed for consideration by the Nominating and Governance Committee should include the nominee s name and qualifications for Board membership and should be addressed to:

Corporate Secretary
Cohu, Inc.
12367 Crosthwaite Circle
Poway, CA 92064-6817

In addition, the Bylaws of Cohu permit stockholders to nominate directors for consideration at an annual stockholder meeting. For a description of the process for nominating directors in accordance with Cohu s Bylaws, see Stockholder Proposals 2011 Annual Meeting on page 31.

Director Qualifications

Cohu s Corporate Governance Guidelines are available at www.cohu.com/investors/corporategovernance and contain Board membership criteria that apply to nominees recommended by the Nominating and Governance

Committee for a position on Cohu s Board. Under these criteria, members of the Board should have the highest professional and personal

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ethics and values, consistent with longstanding Cohu values and standards. They should have broad experience at the policy-making level in business, government, education, technology and/or public interest. They should also be committed to enhancing stockholder value and should have sufficient time to carry out their duties and to provide insight and practical wisdom, based on their experience. Their service on other boards of public companies should be limited to a number that permits them, given their individual circumstances, to responsibly perform all director duties. Each director must represent the interests of all stockholders.

Identifying and Evaluating Nominees for Directors

Our Nominating and Governance Committee uses a variety of methods for identifying and evaluating nominees for director. The Nominating and Governance Committee assesses the appropriate size of the Board, and whether any vacancies on the Board are expected due to retirement or otherwise. In the event that vacancies are anticipated, or otherwise arise, the Nominating and Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Nominating and Governance Committee through current Board members, professional search firms, stockholders or other persons. These candidates are evaluated at regular or special meetings of the Nominating and Governance Committee, and may be considered at any point during the year. As described above, the Nominating and Governance Committee also considers properly submitted stockholder nominations for candidates for the Board. Following verification of the stockholder status of persons proposing candidates, recommendations are aggregated and considered by the Nominating and Governance Committee at a regularly scheduled meeting. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials are forwarded to the Nominating and Governance Committee. The Nominating and Governance Committee also reviews materials provided by professional search firms or other parties in connection with a nominee who is not proposed by a stockholder. In evaluating such nominations, the Nominating and Governance Committee seeks to achieve a balance of knowledge, experience and capability on the Board. While we do not have a formal diversity policy, the Board believes it is important for the Board to have diversity of knowledge base, professional experience and skills, and the Board and Nominating and Governance Committee takes these qualities into account when considering director nominees.

Executive Sessions

Executive sessions of independent directors, without management present, are held at least three times a year. The sessions may be scheduled or held on an impromptu basis, and are chaired by the Lead Independent Director or in the absence of the Lead Independent Director the Chairman of the Nominating and Governance Committee or another independent director. Any independent director can request that an additional executive session be initiated or scheduled.

Communications with the Board

Individuals may communicate with the Board, including the non-employee directors, by submitting an e-mail to Cohu s Board at corp@cohu.com or by sending a letter to the Cohu Board of Directors, c/o Corporate Secretary, Cohu, Inc., 12367 Crosthwaite Circle, Poway, California 92064-6817.

Compensation of Directors

Cash Compensation

Directors who are employees of Cohu do not receive any additional compensation for their services as directors. During fiscal 2009, non-employee directors received an annual retainer, and Board committee Chairs and members received annual fees, all paid quarterly, as set forth below.

Annual Retainer:	
Chairman of the Board	$60,000
Other Directors	$40,000
Annual Fees for Committee Chairs:	
Audit Committee	$16,000
Compensation Committee	$10,000
Nominating and Governance Committee	$ 8,000

Annual Fees for Committee Members:	
Audit Committee	$ 8,000
Compensation Committee	$ 5,000
Nominating and Governance Committee	$ 4,000

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In addition to the retainers and fees noted above, non-employee directors are reimbursed for out-of-town travel and other reasonable out-of-pocket expenses related to attendance at Board and committee meetings. On March 12, 2010, the Board established the position of Lead Independent Director who will receive an additional annual retainer of $10,000.

Under the terms and conditions of the Cohu, Inc. 2005 Equity Incentive Plan (the 2005 Plan) members of the Board may make an annual irrevocable election to defer receipt of all or a portion of their cash-based non-employee director fees (including, as applicable, any annual retainer fee, committee fee and any other compensation payable with respect to their service as a member of the Board). In the event that a director makes such an election, the Company will grant deferred stock awards in lieu of cash, with an initial value equal to the deferred cash, which will be settled at a future date through the issuance of Cohu Common Stock.

Equity Compensation

Non-employee directors participate in the 2005 Plan that provides for grants of non-qualified stock options or other forms of equity compensation to non-employee directors, as authorized by the Board. Cohu s stock ownership guidelines provide that independent directors should accumulate over time a minimum of 10,000 shares of Cohu stock.

On August 17, 2006, the Compensation Committee, after examination of market data, including an analysis prepared by the compensation consulting firm Compensia, recommended and the Board approved the following equity compensation for non-employee directors:

Initial appointment to the Board:

10,000	Stock Options
3,300	Restricted Stock Units (RSUs)

Annual grants:

5,000	Stock Options
2,000	Restricted Stock Units (RSUs)

On March 12, 2010, after examination of market data, including an analysis prepared by Compensia, the Compensation Committee recommended and the Board approved an increase in the annual equity compensation for non-employee directors. In fiscal 2010, the annual equity compensation for non-employee directors will be as follows:

5,000	Stock Options
5,000	Restricted Stock Units (RSUs)

Each RSU represents a contingent right to receive one share of Cohu Common Stock upon vesting. The exercise price for all options granted to non-employee directors is 100% of the fair market value of the shares on the grant date. Assuming continued service on the Board, the stock options and RSUs granted to non-employee directors upon their initial appointment to the Board will vest and become exercisable or shares are issued, as the case may be, in three equal annual installments beginning one year after the date of grant. The annual option and RSU awards vest and become exercisable or shares are issued, as applicable, upon the one-year anniversary of the award. Exercisability of some or all options or RSUs may be accelerated upon a change in control, as defined in the 2005 Plan. The options expire no later than ten years after the date of grant.

On May 12, 2009, stock options to purchase 5,000 shares of Cohu Common Stock and 2,000 RSUs were awarded to each of Messrs. Casari, Ciardella, Harrigian and Schwan. The stock options vest and become exercisable one-year after the grant date, have an exercise price of $8.87 per share, the fair market value of Cohu Common Stock on the date of grant, and expire ten years from the grant date. On November 30, 2009, stock options to purchase 10,000 shares of Cohu Common Stock and 3,300 RSUs were awarded to Mr. Bilodeau upon his election to the Board. The stock options vest and become exercisable over three years after the grant date, have an exercise price of $11.78 per share, the fair market value of Cohu Common Stock on the date of grant, and expire ten years from the grant date. Cohu will issue to each recipient, assuming continued service as a director, shares of Cohu Common Stock over the RSU vesting period.

Medical Benefits

Cohu directors who are retired officers of Cohu and certain other retired Cohu officers and their spouses receive medical benefits consisting of reimbursement of health insurance premiums and other medical costs not covered by insurance. These benefits are not offered to other retired Cohu employees.

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2009 DIRECTOR COMPENSATION

The following table provides information on compensation for Cohu s non-employee directors for fiscal 2009.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (1)	Option Awards ($) (2)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Non-qualified Deferred Compensation Earnings ($)	All Other Compensation ($) (3)	Total ($)
Steven J. Bilodeau	14,250	36,564	47,200				98,014
Harry L. Casari	62,000	17,260	15,500				94,760
Robert L. Ciardella	61,000	17,260	15,500				93,760
Harold Harrigian	65,000	17,260	15,500				97,760
Charles A. Schwan	60,000	17,260	15,500			43,000	135,760

(1) Amounts shown do not reflect compensation actually received by the directors. Instead, the amounts shown above are the grant date fair value for stock awards issued in the form of RSUs granted in fiscal 2009. The assumptions used to calculate the grant date fair value of the stock awards are set forth in Note 4, Employee Benefit Plans, included in Part IV, Item 15(a) of Cohu s Annual Report on Form 10-K for the year ended December 26, 2009 filed with

the SEC. The derived grant fair value for the stock award is recognized, for financial statement purposes, over the number of days of service required for the award to vest in full. As of December 26, 2009, Messrs. Casari, Ciardella, Harrigian and Schwan each had 2,000 RSUs outstanding, and Mr. Bilodeau had 3,300 RSUs outstanding.

(2) Amounts shown do not reflect compensation actually received by the directors. Instead, the amounts shown above are the grant date fair value for stock awards issued in the form of option awards granted in fiscal 2009. The assumptions used to calculate the grant date fair value of the option awards are set forth in Note 4, Employee Benefit Plans, included in Part IV, Item 15(a) of Cohu s Annual Report on Form 10-K for the year ended

December 26, 2009 filed with the SEC. The derived grant fair value for the stock options is recognized, for financial statement purposes, over the number of days of service required for the option to vest in full. As of December 26, 2009, Messrs. Bilodeau, Casari, Ciardella, Harrigian and Schwan had options to purchase 10,000, 45,000, 50,000, 45,000 and 20,000 shares of Cohu Common Stock outstanding, respectively.

(3) Amounts reflect payment of health insurance premiums and reimbursement of other medical costs not covered by health insurance.

CORPORATE GOVERNANCE

Cohu has adopted Corporate Governance Guidelines (the Guidelines) that outline, among other matters, the role and functions of the Board, the responsibilities of various Board committees, selection of new directors and director independence. The Guidelines are available, along with other important corporate governance materials, on our website at www.cohu.com/investors/corporategovernance. As the operation of the Board is a dynamic process, the Board regularly reviews new or changing legal and regulatory requirements, evolving best practices and other developments, and the Board may modify the Guidelines, as appropriate, from time to time.

CODE OF BUSINESS CONDUCT AND ETHICS

Cohu has adopted a Code of Business Conduct and Ethics (the Code). The Code applies to all of Cohu s directors and employees including its principal executive officer, principal financial officer and principal accounting officer. The Code, among other things, is designed to promote:

1. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

2. Full, fair, accurate, timely and understandable disclosure in reports and documents that Cohu files with, or submits to, the SEC and in other public communications made by Cohu;

3. Compliance with applicable governmental laws, rules and regulations;

4. The prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and

5. Accountability for adherence to the Code.

The Code is available at www.cohu.com/investors/corporategovernance and is included as Exhibit 14 to Cohu s Annual Report on Form 10-K for the year ended December 26, 2009.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding beneficial ownership of Cohu s Common Stock as of February 19, 2010 by (i) each stockholder who has reported or is known by Cohu to have beneficial ownership of more than 5% of our common stock; (ii) each director of Cohu; (iii) each named executive officer included in the 2009 Summary Compensation Table ; and (iv) all directors and executive officers as a group.

Name and address of beneficial owner	Beneficially owned common stock	Common stock equivalents (1)	Total	Percent of class (2)
Franklin Resources, Inc. (3) One Franklin Parkway, San Mateo, CA 94403	2,533,464		2,533,464	10.76%
Dimensional Fund Advisors LP (4) 6300 Bee Cave Road, Austin, TX 78746	1,932,091		1,932,091	8.20%
BlackRock, Inc. (5) 40 East 52nd Street, New York, NY 10022	1,869,046		1,869,046	7.94%
DePrince, Race & Zollo, Inc. 250 Park Ave South, Winter Park, FL 32789 (6)	1,511,727		1,511,727	6.42%
Nick Cedrone (7) 10 Hawthorne Road, Wellesley, MA 02481	1,286,138		1,286,138	5.46%
Steven J. Bilodeau				
Harry L. Casari	7,600	40,000	47,600	*
Robert L. Ciardella	6,000	45,000	51,000	*
James A. Donahue	104,952	501,439	606,391	2.52%
Harold Harrigian	18,608	40,000	58,608	*
Roger J. Hopkins	780	8,438	9,218	*
Jeffrey D. Jones	3,533	33,439	36,972	*
James G. McFarlane	22,263	127,313	149,576	*
Charles A. Schwan	39,584	15,000	54,584	*
James P. Walsh	3,031	34,813	37,844	*
All directors and executive officers as a group (10 persons)	206,351	845,442	1,051,793	4.31%

* Less than 1%

(1) Shares issuable upon exercise of stock options held by directors and executive officers that were exercisable on or within

60 days of February 19, 2010.

(2) Computed on the basis of 23,547,748 shares of Cohu Common Stock outstanding as of February 19, 2010, plus, with respect to each person holding options to purchase Cohu Common Stock exercisable within 60 days of February 19, 2010, the number of shares of Cohu Common Stock issuable upon exercise thereof.

(3) According to Schedule 13G filed with the SEC on January 27, 2010, Franklin Resources, Inc. reported that Franklin Advisory Services, LLC had sole voting and dispositive power with respect to 2,447,100 and 2,533,464 shares, respectively, and no shared voting or dispositive power with respect to these

shares.

(4) According to Schedule 13G filed with the SEC on February 8, 2010, Dimensional Fund Advisors LP reported that it had sole voting and dispositive power with respect to 1,876,136 and 1,932,091 shares, respectively, and no shared voting or dispositive power with respect to these shares.

(5) According to Schedule 13G filed with the SEC on January 29, 2010, BlackRock, Inc. reported that its affiliated companies collectively had sole voting and dispositive power with respect to 1,869,046 shares and no shared voting or dispositive power with respect to these shares.

(6)

According to Schedule 13G filed with the Securities SEC on February 11, 2010, DePrince, Race & Zollo, Inc. reported that it had sole voting and dispositive power with respect to 1,511,727 shares and no shared voting or dispositive power with respect to these shares.

(7) According to Schedule 13G filed with the Securities SEC on January 29, 2010.

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AUDIT COMMITTEE REPORT

The information contained in this report shall not be deemed to be soliciting material or filed with the SEC or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) except to the extent that Cohu specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended (the Securities Act) or the Exchange Act.

Composition

The Audit Committee of the Board of Directors is composed of four independent directors, as defined in the NASDAQ listing standards, and operates under a written charter adopted by the Board of Directors. The current members of the Audit Committee are Harold Harrigian (Chairman), Steven J. Bilodeau, Harry L. Casari and Robert L. Ciardella.

Responsibilities

The Audit Committee assists the Board in fulfilling its responsibilities for general oversight of the integrity of Cohu s financial statements, Cohu s compliance with legal and regulatory requirements, the independent registered public accounting firm s qualifications and independence, and risk assessment and risk management. The Audit Committee manages Cohu s relationship with its independent registered public accounting firm (who report directly to the Audit Committee). The Audit Committee has the authority to obtain advice and assistance from outside legal, accounting or other advisors as the Audit Committee deems necessary to carry out its duties and receive appropriate funding, as determined by the Audit Committee, from Cohu for such advice and assistance.

Cohu s management has primary responsibility for preparing Cohu s financial statements and Cohu s financial reporting process. Cohu s independent registered public accounting firm, Ernst & Young LLP, is responsible for expressing an opinion on (i) the conformity of Cohu s audited financial statements with accounting principles generally accepted in the United States, and (ii) the effectiveness of Cohu s internal control over financial reporting.

Review with Management and Independent Registered Public Accounting Firm

In this context, the Audit Committee has reviewed and discussed the audited consolidated financial statements contained in Cohu s Annual Report on Form 10-K for the year ended December 26, 2009 and Cohu s effectiveness of internal control over financial reporting, together and separately, with management and the independent registered public accounting firm. The Audit Committee also discussed with Ernst & Young LLP matters required to be discussed by Statement on Auditing Standards No. 114 (AICPA, Professional Standards, Vol. 1, AU Section 380) as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

Ernst & Young LLP also provided to the Audit Committee the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding Ernst & Young s communications with the Audit Committee concerning independence. The Audit Committee discussed with Ernst & Young LLP any relationships that may impact their objectivity and independence, and satisfied itself as to Ernst & Young s independence.

Summary

Based upon the Audit Committee s discussions with management and Ernst & Young LLP and the Audit Committee s review of the representations of management, and the reports of Ernst & Young LLP to the Audit Committee, the Audit Committee recommended to the Board of Directors, and the Board approved, that the audited consolidated financial statements be included in Cohu s Annual Report on Form 10-K for the year ended December 26, 2009, for filing with the Securities and Exchange Commission.

The Audit Committee appointed Ernst & Young LLP as Cohu s independent registered public accounting firm for fiscal 2010 and recommends to stockholders that they ratify the appointment of Ernst & Young LLP as Cohu s independent registered public accounting firm for fiscal 2010.

This report is submitted by the Audit Committee.

Harold Harrigian (Chairman) Steven J. Bilodeau Harry L. Casari Robert L. Ciardella

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PRINCIPAL ACCOUNTING FEES AND SERVICES

The following table shows the fees billed to Cohu for the audit and other services provided by Ernst & Young LLP for the years ended December 26, 2009 and December 27, 2008.

(in thousands)	2009	2008
Audit Fees[(1)]	$ 839	$ 992
Audit-Related Fees[(2)]		
Tax Fees:		
Tax Compliance[(3)]	24	66
Tax Planning and Advice[(4)]	8	220
	32	286
All Other Fees		
Total	$ 871	$ 1,278

The Audit Committee has established pre-approval policies and procedures concerning the engagement of Cohu s independent registered public accounting firm to perform any services. These policies require that all services rendered by Cohu s independent registered public accounting firm be pre-approved by the Audit Committee within specified, budgeted fee amounts. In addition to the approval of all audit fees in 2009 and 2008, 100% of the non-audit fees were pre-approved by the Audit Committee.

The Audit Committee has delegated to the Chair of the Audit Committee the authority to pre-approve audit-related and non-audit services not prohibited by law to be performed by Cohu s independent registered public accounting firm with associated fees up to a maximum of $10,000 for any one such service, provided that the Chair shall report any decisions to pre-approve such audit-related or non-audit services and fees to the full Audit Committee at its next regular meeting.

(1) Audit fees represent fees for professional services provided in connection with the audit of Cohu s financial statements and review of Cohu s quarterly financial statements and audit services provided in connection with other statutory or regulatory filings. In addition, audit fees include

those fees related to Ernst & Young LLP s audit of the effectiveness of Cohu s internal controls over financial reporting pursuant to Section 404 of the Sarbanes-Oxley Act of 2002.

(2) Audit-related fees consisted primarily of accounting consultation services related to business acquisitions and divestitures and other attestation services.

(3) Tax compliance fees consisted primarily of assistance with (i) review or preparation of Cohu s federal, state and foreign tax returns; (ii) tax return examinations and (iii) expatriate tax return filings.

(4) Decrease in tax planning and advice due primarily to services provided in conjunction with the acquisition of

Rasco in fiscal 2008.

EXECUTIVE COMPENSATION AND RELATED INFORMATION

Compensation Discussion and Analysis

Overview of Compensation Program and Philosophy

Cohu s compensation program is intended to meet three principal objectives: (1) attract, reward and retain officers and other key employees; (2) motivate these individuals to achieve short-term and long-term corporate goals that enhance stockholder value; and (3) support Cohu s core values and culture by promoting internal equity and external competitiveness. To meet these objectives, Cohu has adopted the following overriding policies:

Pay compensation that is competitive with the practices of other leading high technology companies; and

Pay for performance by:

- setting challenging performance goals for our officers, and providing a short-term incentive through an incentive compensation plan that is based upon achievement of these goals; and
- providing long-term, significant incentives in the form of restricted stock units (RSUs) and/or stock options in order to retain those individuals with the leadership abilities necessary for increasing long-term stockholder value while, aligning the interests of our officers with those of our stockholders.

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The above policies guide the Compensation Committee (the Committee) in assessing the proper allocation between long-term compensation, current cash compensation and short-term incentive compensation. Other considerations include Cohu s business objectives, its fiduciary and corporate responsibilities (including internal equity considerations and affordability), competitive practices and trends and regulatory requirements.

In determining the particular elements of compensation that will be used to implement Cohu s overall compensation policies, the Committee takes into consideration a number of factors related to Cohu s performance, such as Cohu s earnings per share, profitability, revenue growth and business-unit-specific operational and financial performance, strategic initiatives as well as competitive practices among our peer group.

Cohu s executive compensation program is overseen and administered by the Committee, which is comprised entirely of independent directors, as determined in accordance with applicable NASDAQ, SEC and Internal Revenue Code (IRC) rules.

Throughout this Compensation Discussion and Analysis, the individuals who served as Chief Executive Officer and Chief Financial Officer during fiscal 2009, as well as the other individuals who are included in the 2009 Summary Compensation Table below are referred to as the named executive officers .

Executive Summary

During fiscal 2009, the continued deterioration in the global economy, turmoil in financial markets and industry downturns affected Cohu s primary business, semiconductor equipment. In response, Cohu management implemented cost-cutting measures which included, among other thin gs, the reduction of base salaries of employees in certain operations and of the named executive officers. In January 2009, Mr. Donahue s base salary was reduced by 10% and the base salaries of Messrs. Jones, McFarlane, Hopkins and Walsh were reduced by 5%. These reductions were in addition to base salary reductions of 10% for Mr. Donahue and 5% for Messrs. Jones, McFarlane, Hopkins and Walsh which were implemented in the fourth quarter of fiscal 2008. As discussed more completely below, the base salary reductions described herein were lifted at the beginning of fiscal 2010 resulting in such salaries returning to their fiscal 2008 levels.

Role of Compensation Consultant in Advising the Committee

The Committee has the authority to engage its own independent advisors to assist in carrying out its responsibilities and has done so. In prior years, Compensia, an independent compensation consulting firm, has advised the Committee on various aspects of executive and director compensation, including base salaries and annual and long-term incentives. As a result of deteriorating business conditions and management s decision to reduce salaries as described above, the role of Compensia for fiscal 2008 was limited to a review of executive incentive bonuses and a discussion of incentive bonus practices of other high technology companies. No further interaction took place with Compensia until the fourth quarter of fiscal 2009, when the Committee requested Compensia to prepare an assessment of Cohu s executive management and Board compensation levels and policies as compared to similarly sized technology companies for consideration in determining compensation in future years. Total fees and expenses incurred during fiscal 2009 as a result of the Compensia assessment were approximately $23,000.

Compensia reports to the Committee rather than to management, although they met with management for purposes of gathering information on proposals that management made to the Committee. The Committee is free to replace Compensia or hire additional consultants at any time. Compensia does not provide any other services to Cohu and receives compensation only with respect to the services provided to the Committee.

Role of Management in Setting Compensation

The Committee, on occasion, meets with Cohu s President and Chief Executive Officer, Mr. Donahue, and/or other of Cohu s executives to obtain feedback and recommendations with respect to Company compensation programs, practices and packages for executives, other employees and directors. Management makes recommendations to the Committee on the base salary, cash incentive targets and equity compensation for the executive team and other employees. The Committee considers, but is not bound by and does not always accept, management s recommendations with respect to executive compensation. The Committee has changed several of management s compensation proposals in recent years and periodically seeks input from its independent compensation consultant prior to making any final determinations.

Mr. Donahue attends some of the Committee s meetings, but the Committee also holds regular executive sessions not attended by any members of management or non-independent directors. The Committee discusses Mr. Donahue s compensation package with him, but makes decisions with respect to Mr. Donahue s compensation without him present. The Committee has the ultimate authority to make decisions with respect to the compensation of our named executive officers, but may, if it chooses, delegate any of its responsibilities to subcommittees. The Committee has authorized Mr. Donahue to make salary adjustments and short-term cash incentive (bonus) decisions for all employees other than the named executive officers. The Committee has not delegated any of its authority with respect to the compensation of named executive officers.

Elements of Compensation

There are six major elements that comprise Cohu s compensation program: (i) base salary; (ii) annual incentive opportunities, including bonuses; (iii) long-term incentives, such as equity awards; (iv) deferred compensation benefits; (v) retirement benefits provided under a 401(k) plan; and (vi) executive perquisites and other benefit programs generally available to all employees. Cohu has selected these elements because each is considered useful and/or necessary to meet one or more of the principal objectives of our compensation policy. For instance, base salary and bonus target percentages are set with the goal of attracting employees and adequately compensating and rewarding them on a day-to-day basis for the time spent and the services they perform, while our equity programs are geared toward providing an incentive and reward for the achievement of long-term business objectives and retaining key talent. Cohu believes that these elements of compensation, when combined, are effective, and will continue to be effective, in achieving the objectives of our compensation program.

The Committee reviews the compensation program on an annual basis, including each of the above elements, other than deferred compensation and retirement benefits, which are reviewed from time to time to ensure that benefit levels remain competitive but are not included in the annual determination of an executive s compensation package. In setting compensation levels for a particular executive, the Committee takes into consideration the compensation package as a whole, and each element individually, and the executive s past and expected future contributions to our business. With the exception of Mr. Donahue and Mr. Jones, Cohu s Vice President, Finance and Chief Financial Officer, Cohu does not have an employment or severance agreement with its executive officers. Messrs. Donahue s and Jones agreements are discussed below under the section entitled Potential Payments Upon Termination Or Change In Control.

Base Salary and Annual Incentive Opportunities

Cohu makes base salaries and incentive bonuses a significant portion of the executive compensation package in order to remain competitive in attracting and retaining executive talent. Annual incentive bonus objectives are structured in order to motivate the achievement of our business goals. The Committee determines each officer s target total annual cash compensation (salary and bonuses) after reviewing comparable compensation information from a group of similarly sized technology companies. The peer group is selected based on recommendations from our independent compensation consultant with input from management and the Committee and includes a broad range of companies in the high technology industry with whom Cohu may compete for executive talent. For fiscal 2008, the Committee considered high technology competitors for executive talent and companies of at least a similar size and scope as Cohu, as measured by market capitalization, revenue and net income, and as it has done in past fiscal years. Consistent with companies in our industry, during the first quarter of fiscal 2009, base salaries were reduced as part of Cohu s actions to reduce costs and conserve cash in light of the growing global recession and deteriorating business conditions. These reduced salary levels were maintained throughout fiscal 2009. The peer group used in fiscal 2007 and 2008 consisted of the following companies:

Asyst Technologies	GSI Group
ATMI	LTX Credence
Axcelis Technologies	Mattson Technology
Cree	Photronics
Cymer	Semitool
Electro Scientific Industries	Ultra Clean Holdings
FormFactor	Veeco Instruments

For fiscal 2010, the Committee currently intends to re-establish the peer group comparison process using, subject to modification, a similar group of companies as listed above.

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Data on the compensation practices of the above-mentioned peer group is generally gathered through searches of publicly available information, including publicly available databases. In prior years, Cohu relied upon compensation surveys and information provided in various public filings to benchmark target cash compensation levels against the above peer group. Peer group data is gathered with respect to base salary, bonus targets and all equity awards (including stock options, restricted stock and restricted stock units and long-term, cash-based awards). It does not include deferred compensation benefits or generally available benefits, such as 401(k) plans or health care coverage.

Cohu s goal is to target base pay and total cash compensation near the median level (that is, 50^{th} to 60^{th} percentile) among its peer group. However, in determining base salary, the Committee also considers other factors such as job performance, skill set, prior experience, the executive s time in his position and/or with Cohu, internal consistency regarding pay levels for similar positions or skill levels within the Company, external pressures to attract and retain talent, and market conditions generally. Base pay and target cash compensation are analyzed by management to determine variances to our compensation targets using the combination of publicly available information and survey data as described above. Mr. Donahue uses the market data in making his recommendations to the Committee for his direct reports.

The base salary reductions described above that were implemented in the fourth quarter of fiscal 2008 and January 2009 were intended as temporary measures. By the fourth quarter of fiscal 2009, orders for Cohu s semiconductor equipment products had increased 81% over the second quarter. Order improvement for Cohu s products coupled with industry growth forecasts for 2010 led the Committee, after consultation with Mr. Donahue, to determine on December 29, 2009 that the temporary salary reductions for the semiconductor equipment operations and the named executive officers should be lifted for fiscal 2010 and the base salaries returned to their fiscal 2008 levels.

Effective with the first full pay period in fiscal 2010, the annual base salary for each of the named executive officers is as follows, which is also equal to their base salary amounts for fiscal 2008:

Named Executive Officer	Salary
James A. Donahue	$505,003
Jeffrey D. Jones	$225,014
Roger J. Hopkins	$180,024
James G. McFarlane	$218,504
James P. Walsh	$215,010

Payment of bonus amounts, and therefore total cash compensation, depends on the achievement of specified performance goals. Typically, achievement of the targeted goals would result in total cash compensation at approximately the targeted 50^{th} to 60^{th} percentile of Cohu s peer group, which the Committee believes is an appropriate range to enable Cohu to attract and retain key personnel and to motivate our executives to meet Cohu s business goals. As a result, the bonuses are targeted at a level that if achieved, and when combined with base salary, would typically result in total cash compensation to the executive in the 50^{th} to 60^{th} percentile of Cohu s peer companies. For fiscal 2009, Mr. Donahue made recommendations to the Committee with respect to target bonus amounts, expressed as a percentage of base salary, for each of the named executive officers. The recommended bonus amounts were approved by the Committee as proposed, however we believe our total cash compensation was below the targeted 50^{th} to 60^{th} percentile level due to the base salary reductions effective throughout fiscal 2009.

Executive Incentive Bonus Plan

Cohu maintains an annual incentive bonus program for senior executives to encourage and award achievement of Cohu s business goals and to assist Cohu in attracting and retaining executives by offering an opportunity to earn a competitive level of compensation. Based on these and the objectives described above, the Committee developed and approved specific performance targets for use during fiscal 2009 under our stockholder-approved 2005 Plan, in which certain of our named executive officers listed in the 2009 Summary Compensation Table participated during fiscal 2009. The 2005 Plan covers both cash and equity related compensation paid to officers and directors.

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Incentive bonuses are paid under the 2005 Plan only if the performance goals established by the Committee for the fiscal year are achieved. The Committee establishes a bonus formula that is applied to the achieved performance. The bonus formula is based on the anticipated difficulty and relative importance of achieving the performance goals. Accordingly, the bonuses paid, if any, for any given fiscal year will vary depending on actual performance. To help achieve Cohu s goal of retaining key talent, an executive must remain an employee for the entire fiscal 2009 year in order to be eligible for any bonus under the 2005 Plan that relates to fiscal 2009. To the extent necessary to comply with Section 162(m) of the IRC, the Committee does not have discretion to increase bonuses under the 2005 Plan, but retains the discretion to decrease bonuses paid even if the performance goals are achieved.

Historically, bonuses have been payable in cash unless the executive has elected to defer all or part of the bonus into the Cohu, Inc. Deferred Compensation Plan.

The Committee can choose a range of performance measures as specified in the 2005 Plan. Bonuses paid under the 2005 Plan are designed to reward progress toward and achievement of the performance goals. For fiscal 2009, the Committee determined that it would be appropriate to choose different performance measures for different executives. For fiscal 2009, the Committee chose two primary measures: (1) non-GAAP pretax income equivalent to 5% of total sales (weighted at 50%); and (2) certain other management objectives (weighted at 50%), which included, among other things, new customers, business development, operating performance and new products. For Mr. Donahue and Mr. Jones, the non-GAAP pretax income target was based on Cohu s consolidated results, and for the other named executive officers the non-GAAP pretax income target was for Cohu s primary business, Delta Design, with the exception of Mr. Hopkins whose non-GAAP pretax income target was Cohu s semiconductor equipment segment, which is comprised of both Delta Design and Rasco GmbH.

In addition, to further motivate executives to help Cohu achieve its goals in light of anticipated business conditions, the Committee determined that for the 50% portion of the bonus related to non-GAAP pretax income, no amount would be paid under the 2005 Plan for fiscal 2009 unless such non-GAAP pretax income was 3.5% (70% of target) or greater of total sales. To ensure that the bonuses serve the objective of increasing stockholder value and because the Committee wanted to pay maximum bonuses only upon achievement of aggressive targets, the Committee determined that the maximum bonus for any officer would be payable only if actual performance significantly exceeded our targeted operating results. The Committee intentionally set a high bar, which required very strong performance to earn a maximum bonus under the 2005 Plan. Accordingly, to further reward executives for achievement of Cohu s overall goals, if the actual 2009 results exceeded the targeted pretax income amount by 20% and 50%, the portion of the bonus related to this factor would increase by a factor of two times and three times, respectively. The following table reflects the fiscal 2009 target bonus amount and the range of the potential bonus, as a percentage of base salary, for which each named executive officer was eligible under the executive incentive bonus plan for fiscal 2009:

Named Executive Officer	**Target 2009 Bonus**	**Range of Potential Fiscal 2009 Bonus**
James A. Donahue	100%	Zero to 200%
Jeffrey D. Jones	60%	Zero to 120%
Roger J. Hopkins	50%	Zero to 100%
James G. McFarlane	50%	Zero to 100%
James P. Walsh	50%	Zero to 100%

Annual base salaries restored to the level prior to their initial reduction in 2008 were used to compute the fiscal 2009 incentive bonus. The 2005 Plan provides that no performance bonus may exceed $1 million in any fiscal year. As noted above, we target total compensation to the 50th to 60th percentile of our peer group companies. As a result, the target bonuses are generally determined such that the combination of the bonus and base salary meet this targeted percentile.

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The following table describes the applicable performance measures (including relative weightings) under the executive incentive bonus plan for fiscal 2009.

Fiscal 2009 Incentive Bonus Plan Performance Measures

Named Executive Officer	Fiscal 2009 Performance Measures (and Relative Weightings)
James A. Donahue	(1) Achieve Cohu non-GAAP pretax income objective (weighted at 50%)
	(2) Achieve objectives relating to (a) operational performance at Broadcast Microwave Services and Cohu Electronics Division, (b) successful integration of Rasco, and (c) other liquidity and operational objectives for Cohu (weighted at 50%).
Jeffrey D. Jones	(1) Achieve Cohu non-GAAP pretax income objective (weighted at 50%);
	(2) Achieve objectives relating to (a) operational performance at Broadcast Microwave Services and Cohu Electronics Division, (b) successful integration of Rasco, and (c) other liquidity and operational objectives for Cohu (weighted at 50%).
Roger J. Hopkins	(1) Achieve Delta Design and Rasco non-GAAP pretax income objective (weighted at 50%);
	(2) Achieve individual objectives relating to (a) business development objectives, (b) market share, and (c) successful integration of the Delta Design and Rasco global sales and service organizations (weighted at 50%).
James G. McFarlane	(1) Achieve Delta Design non-GAAP pretax income objective (weighted at 50%);
	(2) Achieve individual objectives relating to (a) product gross margins (b) cost reductions and (c) manufacturing capacity expansion (weighted at 50%).
James P. Walsh	(1) Achieve Delta Design non-GAAP pretax income objective (weighted at 50%)
	(2) Achieve individual objectives relating to (a) manufacturing transition to Asia, (b) product gross margin, (c) product on-time delivery, and (d) inventory reductions (weighted at 50%)

The performance measures and their respective weightings for fiscal 2009 were chosen to reflect the named executive officer s roles and responsibilities at Cohu. The Committee determined that a goal for Cohu s pretax income was appropriate for both Mr. Donahue and Mr. Jones because this measure and the other performance measures applicable to them reflect the company-wide scope of the positions held by them. The performance measures that applied to Messrs. McFarlane and Walsh included strategic and financial objectives for the Delta Design business unit, and the performance measures that applied to Mr. Hopkins included strategic and financial objectives for Cohu s semiconductor equipment segment which consists of Delta Design and Rasco. The Committee determined that business unit-specific measures were more appropriate for these officers as they provided closer correlation between the executive s performance and his reward as opposed to performance measures based on company-wide performance.

Likelihood of Achieving Targets. Cohu did not undertake a detailed statistical analysis of how difficult it would be for Cohu, Delta Design, Rasco and the named executive officers to achieve the relevant target levels of performance for each performance measure. However, both the Committee and management considered the likelihood of the achievement of target levels of performance when recommending and approving the performance measures and target bonuses. At the time the performance measures were set, the Committee believed that the goals would be challenging and difficult, but achievable with significant effort and skill. For fiscal 2009, it was expected that the target levels of performance would be particularly difficult to achieve because it would require delivery of growth in challenging market conditions, adroitly executing Cohu s and Delta Design s strategy, the development by Delta Design and acceptance by customers of new products, and successful entry into certain new markets in a highly competitive and volatile environment.

Following the end of fiscal 2009, the Committee compared Cohu s actual performance to the targeted performance for the year as specified by the Committee in early fiscal 2009, and applied the fiscal 2009 bonus formula under the 2005 Plan to this actual performance. In fiscal 2009, Cohu, Delta Design and Rasco did not meet specified performance targets for non-GAAP pretax income. Certain of the management objectives specified by the Committee were met during fiscal 2009. Additionally, based on individual contributions during fiscal 2009 not reflected in the management objectives, the Committee approved discretionary bonuses in addition to amounts earned under the bonus formula described above. Such amounts were $5,000, $15,000, $25,000 and $20,000 for Messrs. Jones, Hopkins, McFarlane and Walsh, respectively. Bonuses paid to our named executive officers under the 2005 Plan for fiscal 2009 were:

Named Executive Officer	**Target Bonus**	**Bonus Earned**	**Percentage of Fiscal 2009 Salary**	**Percentage Below Target Bonus**
Mr. Donahue	$505,000	$252,500	62%	50%
Mr. Jones	$135,000	$ 72,500	36%	46%
Mr. Hopkins	$ 90,000	$ 51,000	31%	43%
Mr. McFarlane	$109,250	$ 68,600	35%	37%
Mr. Walsh	$107,500	$ 43,000	22%	60%

Changes to Bonus Structure for Fiscal 2010. In March 2010, the Committee set the bonus formula and performance goals that will be used to determine bonuses, if any, under the 2005 Plan for fiscal 2010, which differ from the fiscal 2009 formula. Whether any bonuses will be paid depends on actual performance during fiscal 2010 versus the predetermined goals. The target bonus for fiscal 2010, if all goals are met, was determined by the Committee for each individual. Mr. Donahue s target bonus is 100% of base salary; Mr. Jones target bonus is 60% of base salary; all other named executive officer target bonuses are 50% of base salary.

Long-Term Incentive Compensation

Cohu provides long-term incentive compensation through awards of stock options and RSUs that generally vest over multiple years. Cohu s equity compensation program is intended to align the interests of our officers with those of our stockholders by creating an incentive for our officers to maximize stockholder value. The equity compensation program is also designed to encourage our officers to remain employed with Cohu despite a very competitive labor market. Cohu targets the value of its equity awards to be in the 50th percentile of the peer group mentioned above, based on the information gathered from publicly available sources.

Equity-based incentives are granted to our officers under Cohu s stockholder-approved 2005 Plan. All stock option grants have a per share exercise price equal to the fair market value of Cohu s Common Stock on the grant date. The Committee has not granted, nor does it intend in the future to grant, equity compensation awards to executives in anticipation of the release of material nonpublic information that is likely to result in changes to the price of Cohu Common Stock, such as a significant positive or negative earnings announcement. Similarly, the Committee has not timed, nor does it intend in the future to time, the release of material nonpublic information based on equity award grant dates. Also, because equity compensation awards typically vest over a four-year period, the value to recipients of any immediate increase in the price of Cohu s Common Stock following a grant will be minimized.

Our Committee regularly monitors the environment in which Cohu operates and makes changes to our equity compensation program to help us meet our goals, including achieving long-term stockholder value. In order to continue to attract and retain highly skilled employees, the Committee, based in part on recommendations from Compensia, approved changes to Cohu s equity compensation program for fiscal 2006 and subsequent years that were designed to incentivize Cohu s employees for their hard work and commitment to the long-term success and growth of Cohu. Beginning in fiscal 2006, both stock options and RSUs were granted. Cohu granted stock options because they can be an effective tool for meeting Cohu s compensation goal of increasing long-term stockholder value by tying the value of the stock options to Cohu s performance in the future. Employees are able to profit from stock options only if the price of Cohu s Common Stock increases in value over the stock option s exercise price. Cohu believes that options can provide effective incentives to option holders to achieve increases in the value of Cohu s Common Stock. In 2006, Cohu began granting RSUs because they provide a more predictable value to employees than stock options, and therefore are

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efficient tools in retaining and motivating employees, while also serving as an incentive to increase the value of Cohu s Common Stock. RSUs may also be efficient with respect to the use of our equity plan s share reserve because fewer RSU shares are needed to provide a retention and incentive value similar to stock options. In granting options and RSUs, the Committee generally uses a ratio of one RSU (resulting in the potential issuance of one share of Cohu Common Stock) to stock options to purchase three shares of Cohu Common Stock. For purposes of determining the total number of options and RSUs to be granted, the Committee considers the level of accounting expense charged against Cohu earnings compared to other companies in Cohu s peer group. The 2005 Plan provides the Committee with the discretion to determine whether grants in a particular year will be options, RSUs or a combination thereof.

The number of options and RSUs our Committee grants to each named executive officer, and the vesting schedule for each grant, is determined based on a variety of factors, including market data collected regarding the equity grant ranges for the peer companies listed above and Cohu s goal to award grants in line with the 50th percentile of this group, as well as the officer s overall responsibilities.

On March 20, 2009, to maintain Cohu s outstanding equity awards for the named executive officers at the 50th percentile for their peer group, based on the recommendation of Mr. Donahue, the Committee approved the granting of 192,000, 50,000, 20,000, 45,000, and 45,000 options to purchase Cohu Common Stock at an exercise price of $7.32, the fair market value of Cohu Common Stock on the date of grant, to Messrs. Donahue, Jones, Hopkins, McFarlane and Walsh, respectively. It was later determined that Mr. Hopkins option grant was below market for his position, so on April 21, 2009 the Committee approved the granting of an additional 10,000 options to purchase Cohu Common Stock at an exercise price of $8.15 to Mr. Hopkins. Consistent with other employee equity awards, these stock options vest at the rate of 25% per year.

The Committee periodically assesses the appropriateness of stock ownership guidelines for executive officers, including whether and to what extent executives should be restricted from selling stock acquired through equity compensation. Currently, Cohu s stock ownership guidelines provide that, over a reasonable period of time, (i) the chief executive officer should accumulate a minimum of 40,000 shares of Cohu stock and (ii) all other executive officers 10,000 shares of Cohu stock. The Committee determines the reasonable amount of time and monitors compliance with these stock ownership guidelines.

Deferred Compensation Plan

Cohu maintains a non-qualified deferred compensation plan, the Cohu, Inc. Deferred Compensation Plan (the Deferred Compensation Plan). Under the Deferred Compensation Plan, Cohu s executive officers or other employees designated by the Committee may elect to voluntarily defer up to 25% of their base salary and/or up to 100% of their incentive bonus, thereby allowing the participating employee to defer taxation on such amounts.

Cohu may match participant contributions to the Deferred Compensation Plan on up to 4% of the participant s annual salary in excess of the specified annual compensation limit allowed under the Code for contributions under our 401(k) plan. The annual limit, which is indexed, was $245,000 for 2009 and $230,000 for 2008. The Cohu matching contributions and any deemed investment earnings attributable to these contributions will be 100% vested when the participant has two years of service with Cohu. Prior to that time, such amounts are unvested. Participant contributions and deemed investment earnings are 100% vested at all times. Due to the severe global recession and resulting deterioration of business conditions in the semiconductor equipment industry, Cohu did not match any participant contributions to the Deferred Compensation Plan made for fiscal 2009. For additional information on the Deferred Compensation Plan see 2009 Nonqualified Deferred Compensation included below.

Retirement Benefits Under the 401(k) Plan, Executive Perquisites and Generally Available Benefits

The Cohu Employees Retirement Plan, a tax qualified 401(k) plan (the 401(k) Plan), was implemented on January 1, 1978. The majority of Cohu s employees, including the named executive officers, who are at least 21 years of age, are eligible to enroll in the 401(k) Plan. The participant may contribute a percentage of his or her annual compensation subject to maximum annual contribution limitations. Cohu may match participant contributions on up to 4% of annual employee compensation not to exceed specified annual limits. The amounts contributed by Cohu are vested 10% after one year of participation, another 20% after two years, another 20% after three years and an additional 50% after 4 years. In January 2009, Cohu suspended the employer matching contribution under the 401(k) Plan for all employees due to the severe global recession and resulting deterioration of business conditions in the semiconductor equipment industry. Generally, the maximum annual amount that any participant could contribute to the 401(k) Plan in 2009 was $16,500 and the maximum employer matching contribution based on the 2009 IRC compensation limitation of $245,000 was $9,800.

In fiscal 2009, the named executive officers were eligible to receive health care insurance coverage and additional benefits that are generally available to other Cohu employees. These benefit programs include the employee stock purchase plan, medical, dental and vision insurance, long-term and short-term disability insurance, life and accidental death and dismemberment insurance, health and dependent care flexible spending accounts, business travel insurance, relocation/expatriate programs and services, educational assistance, employee assistance and certain other benefits.

Commencing in 1989, Cohu began paying certain health care related costs of Cohu s executive officers and certain retired Board members, including insurance premiums and non-insurance covered costs, such as prescription copays and other health care costs. In fiscal 2009, Cohu paid for Mr. Donahue (i) the entire cost of his health care premiums and (ii) his out-of-pocket medical costs, such as prescription copays and other non-insurance covered health care costs. These medical benefits continue after retirement if certain length of service and age requirements is satisfied at the time of retirement. In fiscal 2009, Cohu also provided Messrs. Donahue, Jones, Hopkins and McFarlane with automobile expense allowances.

The 401(k) Plan and other generally available benefit programs allow Cohu to remain competitive for employee talent and Cohu believes that the availability of the benefit programs generally enhances employee productivity and loyalty to Cohu. The main objectives of Cohu s benefits programs are to give our employees access to quality healthcare, financial protection from unforeseen events, assistance in achieving retirement financial goals, enhanced health and productivity and to provide support for global workforce mobility, in full compliance with applicable legal requirements. These generally available benefits typically do not specifically factor into decisions regarding an individual executive s total compensation or equity award package.

On an informal, annual basis, Cohu benchmarks its overall benefits programs against its peers. We also evaluate the competitiveness of our 401(k) Plan as related to similar plans of our peer group members by analyzing the dollar value to an employee and the dollar cost to Cohu for the benefits under the applicable plan using a standard population of employees. We analyze changes to our benefits programs in light of the overall objectives of the program, including the effectiveness of the retention and incentive features of such programs and our targeted percentile range.

In 2009, Cohu provided certain benefits to Mr. McFarlane related to an extended overseas assignment. This assignment was made at the request of Cohu. These benefits, that are customary benefits provided to other employees on such assignments, included (i) housing, transportation, moving and other living expense allowances; and (ii) assistance in preparation of tax returns and tax equalization such that Mr. McFarlane will not pay any more (or less) income tax had he not accepted the assignment.

Compensation of Chief Executive Officer

During fiscal 2009, Mr. Donahue received a salary of $405,941. As a result of deteriorating business conditions and management s decision to reduce salaries, Mr. Donahue s annual base salary was reduced by 10% effective in the fourth quarter of 2008 and was subsequently reduced by another 10% in the first quarter of 2009. Effective with the first full pay period in fiscal 2010, Mr. Donahue s annual base salary was restored to $505,003, the amount prior to the initial reduction made in 2008. In setting Mr. Donahue s salary and target bonus award, the Committee relies on market-competitive pay data and the strong belief that the Chief Executive Officer significantly and directly influences Cohu s overall performance. The Committee also considers the overall compensation policies discussed above. As explained under Executive Incentive Bonus Plan above, applying the bonus formula put into place at the beginning of fiscal 2009 to Cohu s actual performance for the year resulted in a bonus to Mr. Donahue of $252,500.

Mr. Donahue s compensation is higher than the compensation of other named executive officers due to the nature and broad scope of a chief executive officer s leadership responsibilities, the unique accountability a chief executive officer carries with respect to the company s performance, and the particularly competitive market for attracting and retaining highly talented chief executive officers.

Accounting and Tax Considerations

In designing its compensation programs, Cohu takes into consideration the accounting and tax effect that each element will or may have on Cohu and the executive officers and other employees as a group. Cohu aims to keep the expense related to its compensation programs as a whole within certain levels. When determining how to apportion between differing elements of compensation, the goal is to meet Cohu s objectives while maintaining cost neutrality. For instance, if Cohu increases benefits under one program resulting in higher compensation expense, Cohu may seek to decrease costs under another program in order to avoid compensation expense that is above the desired level. As a further example, in determining whether to grant RSUs instead of stock options, Cohu considers the accounting impact and has tried to keep the overall equity compensation cost generally the same as when Cohu granted only stock options. Cohu recognizes a charge to earnings for accounting purposes when either stock options or RSUs are granted. Since

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RSUs provide immediate value to employees once vested, while the value of stock options is dependent on future increases in the value of Cohu Common Stock, Cohu may be able to realize the same retention value from a smaller number of RSUs, as compared to stock options. Cohu also considers that the 401(k) Plan and the Deferred Compensation Plan provide tax-advantaged retirement planning vehicles for our executives and takes into account that Cohu generally may not take a deduction with respect to amounts deferred under the Deferred Compensation Plan until such amounts are paid out.

In addition, Cohu has not provided any executive officer or director with a gross-up or other reimbursement for tax amounts the executive might pay pursuant to Section 280G or Section 409A of the IRC. Section 280G and related IRC sections provide that executive officers, directors who hold significant stockholder interests and certain other service providers could be subject to significant additional taxes if they receive payments or benefits in connection with a change in control of Cohu that exceeds certain limits, and that Cohu or its successor could lose a deduction on the amounts subject to the additional tax.

In determining which elements of compensation are to be paid, and how they are weighted, Cohu also takes into account whether a particular form of compensation will be considered performance-based compensation for purposes of Section 162(m) of the IRC. Under Section 162(m), Cohu generally receives a federal income tax deduction for compensation paid to any of its named executive officers only if the compensation is less than $1 million during any fiscal year or is performance-based under Section 162(m). The 2005 Plan permits our Committee to pay compensation that is performance-based and thus fully tax-deductible by Cohu. Our Committee currently intends to continue seeking a tax deduction for all of Cohu s executive compensation, to the extent we determine it is in the best interests of Cohu. The stock options we grant to executives are intended to qualify as performance-based compensation under Section 162(m).

Compensation Committee Report

The Committee has reviewed and discussed with management the Compensation Discussion and Analysis for fiscal 2009. Based on such review and discussions, the Committee recommended to the Board, and the Board has approved, that the Compensation Discussion and Analysis be included in Cohu s Proxy Statement for its 2010 Annual Meeting of Stockholders.

This report is submitted by the Committee.

Harry L. Casari (Chairman)	Steven J. Bilodeau	Robert L. Ciardella	Harold Harrigian

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2009 SUMMARY COMPENSATION TABLE

The following table shows compensation information for fiscal 2009 for the named executive officers.

Name and Principal Position	Year	Salary ($)	Bonus ($)(1)	Stock Awards ($) (2)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($) (5)	All Other Compensation ($) (6) (7)	Total ($)
James A. Donahue	2009	405,941			451,200	252,500		52,192	1,161,833
President and	2008	512,811				247,845		55,323	815,979
Chief Executive Officer	2007	483,890		268,336	270,608	348,610		57,966	1,429,410
Jeffrey D. Jones (8)	2009	202,942			117,500	72,500		6,275	399,217
Vice President, Finance and	2008	231,074				55,213		14,235	300,522
Chief Financial Officer	2007	174,239	59,327	78,926	70,538			8,962	391,992
Roger J. Hopkins (9)	2009	162,377			75,500	51,000		6,974	295,851
Vice President, Sales and Service Delta Design/Rasco	2008	115,329	28,000	91,114	83,600			4,731	322,774
James G. McFarlane	2009	197,083			105,750	68,600		109,384	480,817
Senior Vice President	2008	223,406				66,423		121,256	411,085
Delta Design	2007	210,000		67,998	58,995	71,063		123,626	531,682
James P. Walsh (8)	2009	193,916			105,750	43,000		173	342,839
Vice President,	2008	213,102				53,147		9,163	275,412
Manufacturing Delta Design	2007	186,126	58,750	67,998	58,995			9,076	380,945

(1) Amounts included in this column represent discretionary cash bonuses not based on predetermined performance criteria.

(2) Amounts shown do not reflect compensation actually received

by the named executive officers. Instead, the amounts shown above are the grant date fair value for stock awards issued in the form of RSUs granted in fiscal 2008 and 2007. The assumptions used to calculate the grant date fair value of the stock awards are set forth in Note 4, Employee Benefit Plans, included in Part IV, Item 15(a) of Cohu s Annual Report on Form 10-K for the year ended December 26, 2009 filed with the SEC. The derived grant fair value for the stock award is recognized, for financial statement purposes, over the number of days of service required for the award to vest in full.

(3) Amounts shown do not reflect compensation actually received by the named executive officers. Instead, the amounts shown above are the grant date fair value for stock awards issued in the form of option awards granted in fiscal

2009, 2008 and 2007. The assumptions used to calculate the grant date fair value of the option awards are set forth in Note 4, Employee Benefit Plans, included in Part IV, Item 15(a) of Cohu s Annual Report on Form 10-K for the year ended December 26, 2009 filed with the SEC. The derived grant fair value for the stock options is recognized, for financial statement purposes, over the number of days of service required for the option to vest in full.

(4) Amounts consist of performance-based incentive cash bonuses received by the named executive officers earned for services rendered in fiscal 2009, 2008 and 2007. Such amounts were paid under the 2005 Plan in February of the following fiscal year.

(5) There are no nonqualified deferred compensation earnings reflected in this column as no named executive

officer received above-market or preferential earnings on such compensation during 2009, 2008 or 2007. For further information on 2009 activity in deferred compensation accounts for named executive officers see 2009 Nonqualified Deferred Compensation included below.

(6) The amounts shown in this column reflect the following for each named executive officer:

(a) Cohu s matching contributions in fiscal 2008 and 2007 under the Cohu 401(k) Plan (which is more fully described elsewhere herein under the heading Retirement Benefits Under the 401(k) Plan, Executive Perquisites and Generally Available Benefits). There were no matching contributions in fiscal 2009.

(b) The value attributable to life insurance benefits provided by Cohu (such amount is taxable to the recipient).

(c) Monthly automobile expense allowance paid by Cohu (such amount is taxable to the recipient).

(d) Payment of medical insurance premiums and non-covered medical expenses for Mr. Donahue ($33,173 and $26,290 in fiscal 2009 and 2008, respectively).

(e) Cohu s matching contributions made in fiscal 2007 for deferred compensation contributions made by Mr. Donahue (which is more fully described elsewhere herein under the heading Deferred Compensation Plan)

Except as noted above, the amount attributable to each such perquisite or benefit for each named executive officer does not exceed the greater of $25,000 or 10% of the total amount of perquisites and personal benefits received by such named executive officer.

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(7) In addition to the items noted in footnote (6) above, the amount in this column for Mr. McFarlane includes certain relocation benefits, including an estimated tax gross-up, for a foreign assignment. In fiscal 2009, these benefits included a living expense allowance of $45,000, $29,290 for a home rental and $26,000 for tax equalization. In fiscal 2008 these benefits included a living expense allowance of $45,000, $29,773 for a home rental and $26,171 for tax equalization. In fiscal 2007 Mr. McFarlane received a living expense allowance of $45,000 and other benefits, none of which exceed the greater of $25,000 or 10% of the total amount of perquisites and

personal benefits, which consisted of home rental and use of a company automobile.

(8) Messrs. Jones and Walsh became named executive officers on November 2, 2007 and October 8, 2007, respectively.

(9) Mr. Hopkins was hired by Delta Design on April 25, 2008.

2009 GRANTS OF PLAN-BASED AWARDS

The following table shows all plan-based awards granted to the named executive officers during fiscal 2009, which ended on December 26, 2009. The option and stock awards identified in the table below are also reported in the Outstanding Equity Awards at December 26, 2009 table included below.

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)			Estimated Future Payouts Under Equity Incentive Plan Awards (2)			All Other Stock Awards: Number of Shares of Stock or Units (#) (3)	All Other Option Awards: Number of Securities Underlying Options (#) (4)	Exercise or Base Price of Option Awards ($/sh) (5)	Grant Date Fair Value of Stock and Option Awards ($) (6)
Name	**Grant Date**	**Thres-hold ($)**	**Target ($)**	**Maxi-mum ($)**	**Thres-hold ($)**	**Target ($)**	**Maxi-mum ($)**				
James A. Donahue	3/20/2009								192,000	7.32	451,200
	N/A	0	505,000	1,010,000							